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RECORDATION NO. 24954-B  
MAY 14 '04 1-35 PM  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

May 14, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of April 1, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Assignee: FirstMerit Leasing Company  
c/o FirstMerit Bank  
106 South Main Street  
Akron, Ohio 44308

Mr. Vernon A. Williams  
May 14, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

40 covered hopper railcars within the series AEX 8753 - AEX 8911 as  
more particularly set forth in the equipment schedule attached to the  
document.

A short summary of the document to appear in the index is:

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 24954-B FILED

Memorandum of Assignment Agreement MAY 14 '04 1-35 PM

**SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 1<sup>st</sup> day of April, 2004 by and between **The Andersons, Inc.** an Ohio corporation ("Assignor") and **FirstMerit Leasing Company** (a) an Ohio Corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Full Service Lease Agreement dated **February 28, 2000** and made effective as of **May 1, 2003**, and **Rider #ROO215**, made as of **January 5, 2004** ("Rider") between **The Andersons, Inc.** as Lessor, and **Transportation Equipment, Inc.** as Lessee, here in collectively referred to as "Lease", and as amended or revised for the forty (40) used Covered Hopper Railcars bearing the railroad reporting makings set forth on Exhibit A1 hereto.
2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of April 1, 2004.

**FirstMerit Leasing Company**  
(Assignee)

**The Andersons, Inc.**  
(Assignor)

By: Kevin A. Reinhardt

By: Cory Smith

Its: President

Its: V.P. Fin. & Trans.

STATE OF OHIO  
COUNTY OF: Summit

On this 28<sup>th</sup> day of April, 2004 before me personally appeared, Kevin Rinehart to me personally known, who being by me duly sworn, says that he is the President of **FirstMerit Leasing Company** an Ohio Corporation, that said instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the foregoing instrument was the free act and deed to said corporation.

(Seal)



Notary Public

MARTHA J. DILLON, Notary

Residence Co. - Summit

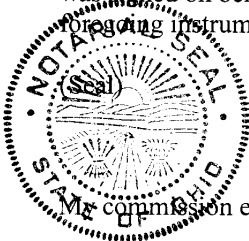
State of Ohio

My commission expires:

My Commission Exp. May 19 2008

STATE OF OHIO  
COUNTY OF Lucas

On this 24<sup>th</sup> day of April, 2004 before me personally appeared, Gary Smith to me personally known who being by me duly sworn says that he is the Vice President – Finance & Treasurer of **The Andersons, Inc.**, an Ohio corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

JULIE ANN DIBBLE

Notary Public, State of Ohio

Commission Expires 8-20-05


My commission expires:

**EXHIBIT A1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT dated  
as of April 1, 2004.**

**Forty (40) 5250 Covered Hopper Cars**

**CAR NUMBERS**

AEX 8755  
AEX 8753  
AEX 8758  
AEX 8761  
AEX 8763  
AEX 8764  
AEX 8765  
AEX 8766  
AEX 8767  
AEX 8768  
AEX 8769  
AEX 8773  
AEX 8775  
AEX 8776  
AEX 8779  
AEX 8781  
AEX 8784  
AEX 8786  
AEX 8787  
AEX 8791  
AEX 8792  
AEX 8793  
AEX 8794  
AEX 8796  
AEX 8797  
AEX 8798  
AEX 8799  
AEX 8801  
AEX 8804  
AEX 8805  
AEX 8808  
AEX 8809  
AEX 8841  
AEX 8844  
AEX 8856  
AEX 8873  
AEX 8887  
AEX 8891  
AEX 8903  
AEX 8911

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